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Submitted: 06/13/2008 at 14:45:00

File Number: 0003466804

FCC 603 Main Form REC Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

General Information

1)	Application Purpose (Selectronizione) (TE)	İ
	AA - Assignment of Authorization AM - Amendment TC - Transfer of Control WD - Withdrawal EX - Required Notification (For Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Request for Extension of Time (To Consumm EX - Required Notification (For Consumm EX	
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on the with the ECC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the leading plication.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization on Iransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for waish Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
<u> </u>	If 'Y', attach an exhibit justifying how the applicant is exempt from FC@ application fees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
Ľ.	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application rees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Momber of Rule Sections:
Add	itional Transaction Information	
7)	Has this application for Assignment of Authorization or Transfer of Control already occurred?	(N)Yes No
8a)	The Assignment of Authorization or Transfer of Control is:	(X) voluntary () Involuntary
8b)	If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DDMAY) / /
9a)	Is this application a pro forma Assignment of Authorization or Transfer of Control?	(Y)Yes No
9b)	If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	(N) <u>Y</u> es <u>N</u> o
9c)	If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY) / /

10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses?

10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?

If 'Y', complete Schedule B and, if applicable, Schedule C.

) Yes No

12a) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally awarded with hiddioin craits withorization or Transfer of Control involve any licenses that were originally subject to the Commission installment payment plan? 12b) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally subject to the Commission installment payment plan? 12c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to close alta drive and the last five years? 13c) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally granted pursuant to close alta drive and the last five years? 13d) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally state or the last five years? 13d) Does this application for Assignment of Authorization or Transfer of Control involve any licenses that were originally state or the last five years? 13d) Does the Assignee/Transferee hold direct or indirect interests of 10 percent or more) percent or more, either as all passes or percent messes/sublesses, and that also could be used to provide interconnected mobile voice and last originally services? 14a) Does the Assignee/Transferee hold direct or indirect interests of 10 percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellularities of percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellularities of percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellularities of percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellularities of percent or more) in any entity that already has access to 10 MHz or more spectrum in the Cellularities of percent or more) in any entity that alre	<u>s</u>	ale or other assignment of assets	<u>C</u> ourt order	Reorganization or liquidation		
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	16)	Does the Assignee/Transferee comply v 27.1203 of the Commission's Rules?	vith the programming requi	rements contained in Section	() <u>Y</u> es <u>N</u> o
requested, 6a must be answered 'Y'.		Commission's Rules or justifying a waive				
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Assignor/Licensee Information					 	
17) Assignor/Licensee is a(f) (Select One)	Turnak	اً م	\u4 r	in Domini	[*** 1 to 10 1 to 10 10 10 10 10 10 10 10	•
Individual Dinincorporated Association Trust Government Entity Corporation Limited Liability Company						
General Partnership Limited Partnership Limited Liability Partnership Consortium						
Other:			·			···
18) FCC Registration Number (RRN)(0004823480				·		· .
19) First-Name (if individual):		MI:	Last	Name:		Suffix:
20) Legal Entity Name (if not an individual) JULINOIS V	ALLEY C	ELLULAR R	SA 2-II	PARTNERSHIP		
21) Attention To: FCC Contact		20.7	11EH 175-18-1			APT . In tiles
22) P.O. Box:	And Orange 23	3) Street Add	dress:	200 RIVERFRONT DR		
24) City: MARSEILLES				25) State: IL	26) Zip Code:6134	1 :
27) Telephone Number: (815)795-3200		2	8) Fax	Number: (815)795-2097	7	
29) E-Mail Address:						
: 30) Demographics of Assignor/Licensee (Option	nal):		Ì			
Race: American Indian or Alaska Native	Ethnicit	inic-or-Lailin			ender: -Male	
Asian	☐Not H	lispanio or L	atino		Female	
Black or African-American						:
Native Hawaiian or Other Pacific Islander						
White Assignor/Licensee Contact Representative						
31) First Name:David	MI:	L i	Last Na		s	uffix:Esq
32) Company Name: Lukas, Nace, Gutierrez & Sachs, O	Chtd.					
33) Attention To:				A P		-
	And 35) Street Add		f., Suite 1500		
36) City: McLean				37) State: VA	38)) Zip Gode: 22	102
39) Telephone Number: (703)584-8661		40	0) Fax	Number: (703)584-8695	TO A	>
41) E-Mail Address: dnace@fcclaw.com		·-··				
						Character

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Selectione)						
Individual Unincorporated Association Trust Government Entity Corporation X Limited Liability Company						
General Partnership Limited Partnership Limited Liability Partnership Consortium						
Other:						
43) FCC Registration Number (FRN) 00 65 1374		-		-		·
44) First Name (if individual):	MI:		Last Na	ame:	···	Suffix:
45) Legal Entity Name (if not an individual) Atlantistic	ldings	LLC				
46) Attention To: Clive D. Bode, Esq.	<u> </u>		-a			
47) P.O. Box:	ADD OF	48) Street /	Address:	301 Commerce Stre	et, Suite 3300	
49) City: Fort Worth				50) State: TX	51) Zip Code:	76102
52) Telephone Number: (817)871-4000	52) Telephone Number: (817)871-4000 53) Fax Number:					
54) E-Mail Address: cbode@tpg.com						
55) Demographics of Transferor (Optional):						
Race: American Indian or Alaska Native	Ethn	icity: ispanic or Lai	lno		Gender: Male	
☐ Asian	Пи	ot Hispanic o	(Lajino		Female	
Black or African-American						
Native Hawaiian or Other Pacific Islander						
White						
Transferor Contact Representative						
56) First Name: Kathleen	MI:	Q	Last Na	me: Abemathy		Suffix:
57) Company Name: Akin Gump Strauss Hauer & Feld LLP						
58) Attention To:						
59) P.O. Box: And /Or And /Or 60) Street Address: 1333 New Hampshire Aven NW				AVE. N.V.		
61) City: Washington 62) State: DC 63) Zip Code 20036					20036	
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-42	288	
66) E-Mail Address: kabernathy@akingump.com						

Assigned Hansieree Information						
67) Assignee/Transferee is.e(ij) (Select One)	·				,	(
☐ Individual ☐ Unincorporated Association ☐	Trust	☐ Gòve	ernment É	ntity	ation Limited Liab	lity Company
X General Partnership	☐ Zimited Partnership ☐ Limited Liability Partnership ☐ Consortium					
Other:			<u></u>	·		
68) FCC Registration Number (FRN) 0003290673						
3			Τ		•	
69) First Name (if individual):	N.	41: 	Last Na	ime:	<u> </u>	Suffix:
70) Legal Entity Name (if not an individual): GellcolPar	tnership	<u> </u>	··			
71) Attention To: Michael Samsock			<u></u> .			
72) Real Party in Interest FCC Registration Number (5	RN): 0000	3290673	····			
73) Name of Real Party in Interest: Cellco Partnership						
74) P.O. Box:	And V	5) Street	Address:	1300 Eye Street, NV	W - Suite 400 West	
76) City: Washington	4	G	À	77) State: DC	78) Zip Code:	20006
. 79) Telephone Number: (202)589-3768	*		80) Fax	Number: (202)589	9-3750	
i . 81)-E-Mail-Address: Michael Samsock@VerizonWirek	ess.com_				•	
		V		7	,	
82) Demographics of Assignee/Transferee (Opt				<u> 450 </u>		
Race: American Indian or Alaska Native		anic or Lat	W.		Gender: Male	
Asian	☐ Not I	Hispanic or	Latino		Female	·
Black or African-American						
☐ Native Hawaiian or Other Pacific Islander						
White						
Assignee/Transferee Contact Representative (if	other tha	an Assign	ee/Trans	eferee)	.	
83) First Name: Nancy	MI: 、	j	Last Na	me: Victory		Suffix:
84) Company Name: Wiley Rein LLP						
85) Attention To:						
86) P.O. Box:	And 87	7) Street A	\ddress:	1776 K Street, NW		
88) City: Washington		•		89) State: DC	90) Zip Code	20006
91) Telephone Number: (202)719-7344 92) Fax Number: (202)719-7049						
93) E-Mail Address: nvictory@wileyrein.com		·				

Ownership Disclosure Information

94a) Is the Assignee/Transfered required to file FCC Form 602, Ownership Disclosure Information for the Wireless Telecommunications Services?

94b) If 94a is 'n provide the File Number of the FCC Form 602 that is required to be submitted in conjunction with this sipplication or already on file with the FCC.

Alien Ownership Information

95) Is the Assignee/Transfered an alien or that spin sentative of any foreign government?

(N) Yes No

96) Is the Assignee/Transfered an alien or that spin sentative of any foreign government?

(N) Yes No

97) Is the Assignee/Transfered a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives of by a foreign government or representative thereof or

record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(V) Tes Wo
99a) Is the Assignee/Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned or record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?	(Y) <u>Y</u> es <u>N</u> o
99b) If 99a is 'Y', has the Assignee/Transferee received anding(s) under Section 310(b)(4) of the Communications Act with respect to the same radio service(s) and geographic coverage area(s) involved in this application? If 99b is 'N', attach a date-stamped copy of a request for a foreign ownership ruling pursuant to Section	(ү) <u>Ү</u> ез <u>N</u> o
310(b)(4) of the Communications Act.	

Basic Qualification Information	
100) Has the Assignee/Transferee or any party to this application had any Feestation authorization, license or construction permit revoked or had any application for an initial, modification or remarkable in FCC station authorization, license, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
101) Has the Assignee/Transferee or any party to this application, or any party directly or indirectly controlling, the Assignee/Transferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u> o
102) Has any court finally adjudged the Assignee/Transferee, or any party directly or indirectly controlling the Assignee/Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize adjo communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition?	(N) <u>X</u> es <u>N</u> o.

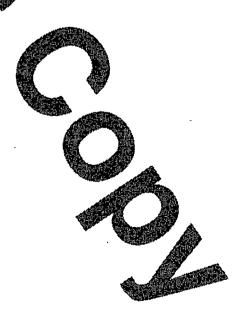
Assignor/Transferor Certification Statements

1)	The Assignor/Transfe <u>roffe</u> rtilles either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the
-	consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline motification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission's Rules.
	subject to streaming motification procedures for pro forma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of
	the Commission Skilles.

- 2) The Assignor/Transferon certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material are part of this application, and are true, complete, correct, and made in good faith.
- 3) The Assignor/Transferor certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any tederal agency.

				,
Typed or Printed Name of P	arty Authorized to	Sign		
103) First Name:	AUS	MI:	Last Name:	Suffix:
CLIVE		D	BODE	ESQ
104) Title: VICE PRESIDENT	M W. A			
Signature:	- Water		and the second s	-105)-Date:
CLIVE D BODE ESQ				06/13/2008

FAILURE TO SIGN THIS APPLICATION MAY RESULT INIDISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ALTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATEON DICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Assignee/Transferee Certification Statements

- 1) The Assignee/Transferee certifies either that (1) the authorization(s) will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline until control of the license(s) will not be transferred until the consent of the license(s) will not be transferred until the license(s) will not
- 2) The Assignee/Transfere walves any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee/Transfered certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee/Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements inage in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true complete, correct, and made in good faith.
- The Assignee/Transferee certifies that neither it not any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 362; because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition of party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign

		C PARTICIPATION	
106) First Name:	MI:	Last Name	Suffix:
JOHN	Т	SCOTTI	IN
107) Title: VP AND DEPUTY GENERAL COUN	SEL - REGULATO		
Signature: JOHN T SCOTT III			108) Date: 06/13/2008

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Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN582	Cl_=@eliblar		·				Y
WLR374	CF - Common Cardel bixed Point to Point Microwaye						Υ
WMJ917	CF - Common Carrier Fixed Rolnit to Point Microwave			<i>.</i>			Y
WMJ920	CF - Common Carrier Fixed Point to Point Microwave					-	Υ
WMJ921	CF - Common Carrier Fixed Point to Point Microwave					TR. BESSET ELLOW	Υ i·
WMS645	CF - Common Carrier Fixed Point to Point Microwave						Υ



Attachment(s):

Туре	Description	Date Entered
0	Exhibit 1	06/09/2008
Į.		

FCC Form 603 Exhibit 1 Page 1 of 1

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 14:44:12

File Number: 0003466107

FCC 603 Main Form Application for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for public burden estimate

General Information

1)	Application Purpose (Selectronly one) (ATC)	
	AA - Assignment of Authorization AM - Amendment NT - Required Notification (For Consumma	
	TC - Transfer of Control	onsummate an Assignment or I ransfer)
2)	If this application is for an Amendment (AM) or Withdrawal (WD), enter the File Number of the pending or consented to application currently on file with the IECC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties that are not included on this application and for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization or Iransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(^Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y) <u>Y</u> es <u>N</u> o
Fees	and Waivers	
5a)	Is the applicant exempt from FCC application fees? If 'Y', attach an exhibit justifying how the applicant is exempt from FCG application fees.	(N) <u>Y</u> es <u>N</u> o
	1 1, attach att exhibit justifying now the applicant is exempt from 1 cognitional designations and a second from 1 cognition in the second from 1 cognition	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application lees,	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(N) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Number of Rule Sections:

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N)	Yes No
8a) The Assignment of Authorization or Transfer of Control is:	(X) Voluntary	() lnv	oluntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/MAY)		
9a) Is this application a <i>pro forma</i> Assignment of Authorization or Transfer of Control?		(Y)	Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?	Ph. D	(N)	Yes <u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	1	
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.			<u>Y</u> es <u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		():	Yes <u>N</u> o

11) How will/has the Assignment of Authorization	ion or Transfer of Contro	be/been accomplished? Select One: (Т)
Sale or other assignment of assets	<u>C</u> ourt order	Reorganization or liquidation	
Transfer of stock or other cownership intere	ests		
Other (voting trust agreemen), manageme	nt contract, etc.):		
Y			
Designated Entity Information (II 12a, 12	b or 12c is 'Y', Schedule .	A is required to be completed.)	
12a) Does this application for Assignment of A originally awarded with bidding credits €			· (Ŋ) <u>Y</u> es <u>N</u> o
12b) Does this application for Assignment of Assignment of Assignment of the Commission in	Uinorization or Transfer or stallment payment plan?	f Control involve any licenses that were	() <u>Y</u> es <u>N</u> o
12c) Does this application for Assignment of A	vihorization or Transfer o ding within the last five y	f Control involve any licenses that were ears?	() <u>Y</u> es <u>N</u> o
Competition-Related Information			
13) Does this application for Assignment of be used for interconnected mobile voice a geographic overlap with another licer indirect interests (of 10 percent or more), could be used to provide interconnected		varily if ancional actionsferred avanta	(ү) <u>Ү</u> ез <u>N</u> о
14a) Does the Assignee/Transferee hold dire already has access to 10 MHz or more s Specialized Mobile Radio (SMR) service geographic area?	ct or indirect interests (of	(Dispercent or more) in any entity that	(γ) <u>Y</u> es <u>N</u> o
14b) Would/does this application for Assignm of entities providing service (using spect affected market(s)?	ent of Authorization or in	ansier of Control reduce the number ervices listed in item 14a) in the	(Y) <u>Y</u> es <u>N</u> o
Broadband Radio Service and Educatio	nal Broadband Servi	ce information	
15a) Will the requested facilities be used to p	rovide multichannel video	programming?	() <u>Y</u> es <u>N</u> o
15b) If 15a is 'Y', does the Assignee/Transfe Section 27.1202 of the Commission's Re located within the geographic area of th	ıles) in a cable television	ve attributable interest (as defined in system whose franchise area is	() <u>Y</u> es <u>N</u> o
If 'Y', provide an exhibit explaining how t Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	he Assignee/Transferee or of that rule. If a waiver	complies with Section 27 1202 of the of the Commission's Rule (\$) is being	
16) Does the Assignee/Transferee comply w 27.1203 of the Commission's Rules?	ith the programming requ	uirements contained in Section	() <u>Y</u> es <u>N</u> o
If 'N', provide an exhibit explaining how the Commission's Rules or justifying a waive requested, 6a must be answered 'Y'.	ne Assignee/Transferee or r of that rule. If a waiver	complies with Section 27.1203 of the of the Commission's Rule(s) is being	
		•	

Assignor-licensee information					····				
17) Assignor/Licensee is a(fi) (Select One)					,				
Individual Unincorporated Association Trust Government Éntity Corporation Limited Liability Company									
General Partnership K Rumited Partnership	General Partnership Cauchited Partnership Limited Liability Partnership Consortium								
Other:									
18) FCC Registration Number (FRN) 00002534618									
19) First Name (if Individual):		MI:	Last	Name:		Suffix:			
20) Legal Entity Name (if not an individual) Nontified	20) Legal Entity Name (if not an individual) Northwest MISSOURI CELLULAR LIMITED PARTNERSHIP								
21) Attention To: FCC Contact		<u> </u>							
22) P.O. Box: 551		23) Street	Address:	114A SOUTH MAIN					
24) City: MARYVILLE				25) State: MO	26) Zip Code:64468				
27) Telephone Number: (660)582-3334			28) Fax	Number: (660)582-3380					
29) E-Mail Address:			<u> </u>			 			
30) Demographics of Assignor/Licensee (Option	nal):		7						
Race: American Indian or Alaska Native	Ethni	city spanic or Lai	10		nder: Male				
Asian	□N	ot Hispanic o	Latino	ים	⁼ emale				
Black or African-American		· ·							
Native Hawaiian or Other Pacific Islander									
│									
Assignor/Licensee Contact Representative									
31) First Name:Greg	i	MI:	Last Na	ame:Whiteaker	Suffi	«			
32) Company Name: Bennet & Bennet PLLC									
33) Attention To:									
34) P.O. Box:	And /Or	35) Street / 4350 Ea		lighway,. Suite 201					
36) City: Bethesda				37) State: MD	38) Zip €ade: 20814				
39) Telephone Number: (202)371-1500			40) Fax	Number: (202)371-1558	SEA				
41) E-Mail Address: gwhiteaker@bennetlaw.com	·	,, <u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>							
					A CONTRACTOR OF THE PARTY OF TH				

Transferor Information (for Transfers of Control only)

42) Transferor is a(n): (Select One)				**************************************					
☐ Individual ☐ Unincorporated Association ☐ Trust ☐ Government Entity ☐ Corporation ☒ Limited Liability Company									
General Partnership Limited Partnership Consortium									
Other:									
43) FCC Registration Number (FRN): 0016511974									
44) First Name (if individual):	MI:		Last Na	me:		Suffix:			
45) Legal Entity Name (if not an individual): Atlantist coldings LLC									
46) Attention To: Clive D. Bode, Esq.									
47) P.O. Box: 48) Street Address: 301 Commerce Street, Suite 3300									
49) City: Fort Worth	N			50) State: TX	51) Zip Code:	76102			
52) Telephone Number: (817)871-4000			53) Fax	Number:					
54) E-Mail Address: cbode@tpg.com	4								
55) Demographics of Transferor (Optional):									
Race: American Indian or Alaska Native		icity: ispanic or leat	no		Gender: Male				
☐ Asian	□N	ot Hispanic o	Laino		Female				
Black or African-American									
☐ Native Hawaiian or Other Pacific Islander			都						
White									
Transferor Contact Representative									
56) First Name: Kathleen	MI:	Q	Last Na	me: Abernathy		Suffix:			
57) Company Name: Akin Gump Strauss Hauer & Feld	LLP								
58) Attention To:				é					
	And Or	60) Street A	ddress:1	333 New Hampshire	AVE INW				
61) City: Washington				62) State: DC	63 Zip Code	20036			
64) Telephone Number: (202)887-4125			65) Fax	Number: (202)887-4	288				
66) E-Mail Address: kabernathy@akingump.com									

Assignee/Transferee Information							· · · · · · · · · · · · · · · · · · ·
67) Assignee/Transferee is a name (Select One)							
☐ Individual ☐ Unincorporated Association ☐	Trust	Göve	ernment E	intity [] Corpo	oration [Limited Liab	ility Company
X General Partnership		imited Liability	v Partners	shin 🏻 Cons	ortium		
Other:		minoa Elabini,	y r di tirore	,,,,p LJ 55,15	oraum.		
68) FCC Registration Number (FRIX) 00003290673				··			
W.V.			· ·				
69) First Name (if individual):	- <u>-</u>	MI:	Last Na	ame:			Suffix:
70) Legal Entity Name (if not an individual) (Gellico Rar	tnersh	ip 				· · · · · · · · · · · · · · · · · · ·	
71) Attention To: Michael Samsock							
72) Real Party in Interest FCC Registration Number (F	RN).	003290673					
73) Name of Real Party in Interest: Cellco Partnership	A						•
74) P.O. Box:		75) Street	Address;	1300 Eye Street, N	VW - Sui	te 400 West	
76) City: Washington	*			77) State: DC		78) Zip Code:	20005
79) Telephone Number: (202)589-3768			80) Fax	Number: (202)58	89-3750		
-81)-E-Mail-Address: <u>Michael</u> .Samsock@VerizonWir <u>ele</u>	ess.co	n					,
2) Demographics of Assignee/Transferee (Opti	ional\			V			
Race: American Indian or Alaska Native	Ethn	icity: ispanic or Lat	ino			der: fale	· · · · · · · · · · · · · · · · · · ·
Asian	ニ	ot Hispanic o				emale	
Black or African-American							
Native Hawaiian or Other Pacific Islander	}						
White	l						
ssignee/Transferee Contact Representative (if							
83) First Name: Nancy	M	l: J	Last Na	me: Victory	ATT		Suffix:
84) Company Name: Wiley Rein LLP							
85) Attention Tø:					مار کام		
	And /Or	87) Street	Address:	1776 K Street, NV	v 👣		A
88) City: Washington				89) State: DC		90) Zip Code	20006
91) Telephone Number: (202)719-7344			92) Fax	Number: (202)719	-7049	A Vince Cons	
93) E-Mail Address: nvictory@wileyrein.com							
							

Ownership Disclosure Information

wnership Disclosur	e Information	,	
	ansferee required to file FCC Form 602, Ownership Disclosure Information for the munications Services?	. (γ) <u>Y</u> es <u>N</u> o
94b) If 94a is 'Y, provide conjunction with the	le the File Number of the FCC Form 602 that is required to be submitted in its application or already on file with the FCC.	File Number: 0003467172	
ien Ownership Info	umation		
95) Is the Assignee/Tra	unsferee attoreign government or the representative of any foreign government?	(N) <u>Y</u> es <u>N</u>
96) Is the Assignee/Tra	insfered an alien or the representative of an alien?	(N) <u>Y</u> es <u>N</u>
97) Is the Assignee/Tra	nsferee a comporation organized under the laws of any foreign government?	. (N) <u>Y</u> es <u>N</u>
98) Is the Assignee/Tr record or voted by by any corporation	ansferee a corporation of which more than one-fifth of the capital stock is owned of aliens or their representatives or by a foreign government or representative thereof or organized under the laws of a foreign country?	(N) <u>Y</u> es <u>N</u>
than one-fourth of	ansferee directly or indirectly controlled by any other corporation of which more he capital stock is owned of record or veted by aliens, their representatives, or by a tor representative thereof, or by any corporation organized under the laws of a	(Y) <u>Y</u> es <u>N</u>
involved in this app		(Y) <u>Y</u> es <u>N</u>
If 99b is 'N', attach 310(b)(4) of the Co	a date-stamped copy of a request for a foreign ownership ruling pursuant to Section mmunications Act.		
asic Qualification I	nformation		
construction permit	Transferee or any party to this application had any FO station authorization, license or revoked or had any application for an initial, modification or repeval of FCC station se, or construction permit denied by the Commission?	(N) <u>Y</u> es <u>N</u> o
	Transferee or any party to this application, or any party directly or indirectly controlling sferee ever been convicted of a felony by any state or federal court?	(N) <u>Y</u> es <u>N</u>
Assignee/Transfere communication, dir	lly adjudged the Assignee/Transferee, or any party directly or indirectly controlling the eguilty of unlawfully monopolizing or attempting unlawfully to monopolize iradio ectly or indirectly, through control of manufacture or sale of radio apparatus, exclusive	(1)) <u>Y</u> es <u>N</u>
traffic arrangement	or any other means or unfair methods of competition?		

Assignor/Transferor Certification Statements The Assignor/Transference riffies either that (1) the authorization will not be assigned or that control of the license(s) will not be transferred until the consent of the Federal Communications Commission has been given, or (2) prior Commission consent is not required because the transaction is subject to streamline procedures for proforma assignments and transfers by telecommunications carriers. See Section 1.948(c) (1) of the Commission Rules. 1) The Assignor/Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material are part of this application, and are true, complete, correct, and made in good faith. 2) ntifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any tederal agency. The Assignor/Transferor non-tax debt owed to a Typed or Printed Name of Party Authorized to Sign 103) First Name: Last Name: Suffix: **BODE** CLIVE **ESQ** 104) Title: VICE PRESIDENT -105)-Date:--Signature: - --- -CLIVE D BODE ESQ 06/13/2008 FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID. WILLFUL FALSE STATEMENTS MADE ON THIS FORM OF ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION UCENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503

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- 3) The Assignee/Transfered certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership or attribution rules.*
 - *If the Assignee/Transferee has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request
- 4) The Assignee/Transfered agrees to assume all obligations and abide by all conditions imposed on the Assignor/Transferor under the subject authorization(s), unless the Federal Communications commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor/Transferor prior to this assignment/transfer.
- 5) The Assignee/Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and an application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application.
- 6) The Assignee/Transferee certifies that neither it no ranyother party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the Commission's Rules for the definition party to the application" as used in this certification.
- 7) The Assignee/Transferee certifies that it is not in default on any payment for Commission licenses and that it is not delinquent on any non-tax debt owed to any federal agency.

Typed or Printed Name of Party Authorized to Sign.

106) First Name:	MI:	Last Name	Suffix:
JOHN	Т	scoliii	l Mi
107) Title: VP AND DEPUTY GENERAL COUNSEL -	REGULATO		
Signature: JOHN T SCOTT III			108) Date: 06/13/2008

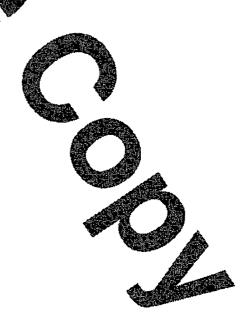
FAILURE TO SIGN THIS APPLICATION MAY RESULT IN DISMISSAL OF THE APPLICATION AND FORFEITURE OF ANY FEES PAID.

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).



Authorizations To Be Assigned or Transferred

108) Call Sign	109) Radio Service Code	110) Location Number	111) Path Number (Microwave only)	112) Frequency Number	113) Lower or Center Frequency (MHz)	114) Upper Frequency (MHz)	115) Constructed Yes / No
KNKN816	Cl_seellular						Y
WPQQ511	CF - Common Carrier Fixed Point to Point Microwave		·				Ÿ
WPQQ512	CF - Common Carrier-Fixed Point to Point Microwave						Ý
WPSJ386	CF - Common Carrier Fixed Point to Point Microwave					·	Y
WQGD639	AW - AWS, 1710-1755/2110-21 55 MHz bands					्य व्यवस्थान्त्र व स्थापन	N .



Attachment(s):

Type	Description	Date Entered
0	Exhibit 1	06/09/2008
ł	1	1

Lead Application Information

This Application is one of a group of applications being filed in connection with the proposed transfer of control of various licenses and authorizations held by ALLTEL Corporation and its subsidiaries from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless. The Applicants have designated the application being filed concurrently to transfer control of Alltel Communications, LLC from Atlantis Holdings LLC to Cellco Partnership d/b/a Verizon Wireless (File No. 0003463892) as the lead wireless radio services application for the transaction. Accordingly, the Applicants hereby incorporate by reference all exhibits of the lead application.

Reference Copy Only. Do Not Mail to the FCC as an Application.

Submitted: 06/13/2008 at 14:42:50

File Number: 0003465523

FCC 603 Main Form CApplication for Assignments of Authorization and Transfers of Control:

Wireless Telecommunications Bureau

Public Safety and Homeland Security Bureau

Approved by OMB 3060 - 0800 See instructions for

public burden estimate

General Information

	AMEN CAN. ASSO	
1)	Application Purpose (Selectronly) one) (AC)	
ì	AA - Assignment of Authorization Am Amendment NT - Required Notification (For Consumm	ation of an Assignment of Transfer)
<u></u>	TC - Transfer of Control	onsummate an Assignment or Transfer)
2)	If this application is for an Amendment (AA) or Withdrawal (WD), enter the File Number of the pending or consented to application currently of file with the FCC.	File Number:
3a)	Is this application for Assignment of Authorization or Transfer of Control part of a series of applications involving other wireless license(s) held by the licensee affiliates of the licensee (e.g., parents, subsidiaries, or commonly-controlled entities), or third parties (flat are not included on this application and for which Commission approval or notification is required.	(Y) <u>Y</u> es <u>N</u> o
_3b)	If the answer to 3a is 'Y', provide the File Number of the lead application.	File Number: 0003463892
3c)	Does this application for Assignment of Authorization of Tiransfer of Control involve the assignment or transfer of non-wireless licenses/authorizations for which Commission approval or notification is required?	(Y) <u>Y</u> es <u>N</u> o
4)	Are attachments being filed with this application?	(Y <u>)Y</u> es <u>N</u> o
Fees	s and Waivers	
5a)	Is the applicant exempt from FCC application fees?	(N) <u>Y</u> es <u>N</u> o
}	If 'Y', attach an exhibit justifying how the applicant is exempt from FCQ application lees.	
5b)	Is a waiver/deferral of the FCC application fees being requested and the application fees are not being submitted in conjunction with this application?	(N) <u>Y</u> es <u>N</u> o
İ	If 'Y', attach a date-stamped copy of the request for waiver/deferral of the FCC application fees.	
6a)	Does this application include a request for waiver of the Commission's rules (other than a request for application fee waivers)?	(и) <u>Y</u> es <u>N</u> o
	If 'Y', attach an exhibit specifying the rule section(s) for which a waiver is being requested and including a justification for the waiver request.	
6b)	If 6a is 'Y', enter the number of rule sections involved.	Mumber of Rule Sections:
	344	THAY

Additional Transaction Information

7) Has this application for Assignment of Authorization or Transfer of Control already occurred?		(N)	Yes <u>N</u> o
8a) The Assignment of Authorization or Transfer of Control is:	(X A) Voluntary	() inv	oluntary
8b) If 8a is 'Involuntary', provide the date that the event occurred:	(MM/DD/MYY)		/
(9a), is this application a pro forma Assignment of Authorization or Transfer of Control?		(Y)	Yes No
9b) If 9a is 'Y', is this a post notification that is being filed under the Commission's forbearance procedures pursuant to Section 1.948(c)(1) of the Commission's Rules?		(N)	⊻es <u>N</u> o
9c) If 9b is 'Y', provide the consummation date of the Assignment of Authorization or Transfer of Control.	(MM/DD/YYYY)	/	/
10a) Does this application involve the partitioning and/or disaggregation of geographic-area licenses? If 'Y', complete Schedule B and, if applicable, Schedule C.			<u>r</u> es <u>N</u> o
10b) If 10a is 'N', does this application involve the partial assignment of site-based licenses?		()2	<u>Y</u> es <u>N</u> o

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